

**UNITED STATES DISTRICT COURT**  
**EASTERN DISTRICT OF TEXAS**  
**TYLER DIVISION**

PARALLEL NETWORKS, LLC,

Plaintiff,

v.

AEO, INC.; AEO MANAGEMENT, CO.;  
AMWAY CORPORATION D/B/A AMWAY  
GLOBAL; AMERICAN EAGLE  
OUTFITTERS, INC.; AOL, INC.; BARNES &  
NOBLE, INC.; BARNESANDNOBLE.COM,  
LLC; BASS PRO, INC.; BASS PRO SHOPS  
OUTDOORS ONLINE, LLC; BESTBUY,  
INC.; BORDERS GROUP, INC.; BRAWN,  
LLC; CABELA'S, INC.; COLDWATER  
CREEK, INC.; CONTINENTAL AIRLINES,  
INC.; DELTA AIR LINES, INC.;  
FOOTLOCKER, INC.; FOOTLOCKER.COM;  
GENERAL MOTORS COMPANY; ZAPPOS,  
INC.; HAYNEEDLE, INC.; ICONIX BRAND  
GROUP, INC.; IP HOLDINGS, LLC; JUICY  
COUTURE, INC.; KOHL'S ILLINOIS, INC.;  
LF, LLC; LIMITED BRANDS, INC.; LIZ  
CLAIBORNE, INC.; LOWES COMPANIES,  
INC.; LOWES HOME CENTERS, INC.;  
MAPQUEST, INC.; MUSICIAN'S FRIEND,  
INC.; NORDSTROM, INC.; ONESTOP  
INTERNET, INC.; ORIENTAL TRADING  
COMPANY, INC.; PATAGONIA, INC.;  
QVC, INC.; RAMPAGE CLOTHING  
COMPANY, INC.; RECREATIONAL  
EQUIPMENT, INC.; REDBOX  
AUTOMATED RETAIL, LLC;  
RESTORATION HARDWARE, INC.;  
SONY CORPORATION OF AMERICA;  
SONY ELECTRONICS INC.; SOUTHWEST  
AIRLINES, INC.; STAPLES, INC.;  
SUNGLASS HUT INTERNATIONAL, INC.;  
ZAPPOS CORPORATION; THE NEIMAN  
MARCUS GROUP, INC.; THE NORTH

Civil Action No. 6:10-cv-00275  
Hon. Leonard Davis

FACE, INC.; THE ORVIS COMPANY, INC.; TIFFANY & CO.; TRIPADVISOR LLC; US AIRWAYS, INC.; VF OUTDOOR, INC.; WILLIAMS-SONOMA, INC.; WOMEN'S APPAREL GROUP, LLC D/B/A BOSTON APPAREL GROUP, LLC; AND ZAPPOS RETAIL, INC.

Defendants.

**ZAPPOS RETAIL, INC.'S ANSWER AND COUNTERCLAIMS TO  
PARALLEL NETWORKS, LLC'S COMPLAINT FOR PATENT INFRINGEMENT**

Defendant Zappos Retail, Inc. ("Zappos"), by and through its attorneys, hereby answers the Original Complaint for Patent Infringement ("Complaint") filed by Plaintiff Parallel Networks, LLC ("Parallel Networks"), and files the Counterclaims enumerated below. Zappos denies the allegations and characterizations in Parallel Networks' Complaint unless expressly admitted in the following paragraphs:

**PARTIES**

1. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 1 of the Complaint, and, therefore, denies all such allegations.

2. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 2 of the Complaint, and, therefore, denies all such allegations.

3. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 3 of the Complaint, and, therefore, denies all such allegations.

4. Zappos is without knowledge or information sufficient to form a belief as to the

**ZAPPOS RETAIL, INC.'S ANSWER  
AND COUNTERCLAIMS TO PARALLEL  
NETWORKS, LLC'S COMPLAINT**

truth of the allegations of Paragraph 4 of the Complaint, and, therefore, denies all such allegations.

5. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 5 of the Complaint, and, therefore, denies all such allegations.

6. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 6 of the Complaint, and, therefore, denies all such allegations.

7. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 7 of the Complaint, and, therefore, denies all such allegations.

8. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 8 of the Complaint, and, therefore, denies all such allegations.

9. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 9 of the Complaint, and, therefore, denies all such allegations.

10. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 10 of the Complaint, and, therefore, denies all such allegations.

11. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 11 of the Complaint, and, therefore, denies all such allegations.

12. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 12 of the Complaint, and, therefore, denies all such allegations.

13. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 13 of the Complaint, and, therefore, denies all such allegations.

14. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 14 of the Complaint, and, therefore, denies all such allegations.

15. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 15 of the Complaint, and, therefore, denies all such allegations.

16. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 16 of the Complaint, and, therefore, denies all such allegations.

17. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 17 of the Complaint, and, therefore, denies all such allegations.

18. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 18 of the Complaint, and, therefore, denies all such allegations.

19. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 19 of the Complaint, and, therefore, denies all such

allegations.

20. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 20 of the Complaint, and, therefore, denies all such allegations.

21. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 21 of the Complaint, and, therefore, denies all such allegations.

22. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 22 of the Complaint, and, therefore, denies all such allegations.

23. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 23 of the Complaint, and, therefore, denies all such allegations.

24. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 24 of the Complaint, and, therefore, denies all such allegations.

25. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 25 of the Complaint, and, therefore, denies all such allegations.

26. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 26 of the Complaint, and, therefore, denies all such allegations.

27. Zappos is without knowledge or information sufficient to form a belief as to the

truth of the allegations of Paragraph 27 of the Complaint, and, therefore, denies all such allegations.

28. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 28 of the Complaint, and, therefore, denies all such allegations.

29. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 29 of the Complaint, and, therefore, denies all such allegations.

30. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 30 of the Complaint, and, therefore, denies all such allegations.

31. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 31 of the Complaint, and, therefore, denies all such allegations.

32. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 32 of the Complaint, and, therefore, denies all such allegations.

33. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 33 of the Complaint, and, therefore, denies all such allegations.

34. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 34 of the Complaint, and, therefore, denies all such allegations.

35. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 35 of the Complaint, and, therefore, denies all such allegations.

36. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 36 of the Complaint, and, therefore, denies all such allegations.

37. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 37 of the Complaint, and, therefore, denies all such allegations.

38. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 38 of the Complaint, and, therefore, denies all such allegations.

39. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 39 of the Complaint, and, therefore, denies all such allegations.

40. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 40 of the Complaint, and, therefore, denies all such allegations.

41. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 41 of the Complaint, and, therefore, denies all such allegations.

42. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 42 of the Complaint, and, therefore, denies all such

allegations.

43. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 43 of the Complaint, and, therefore, denies all such allegations.

44. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 44 of the Complaint, and, therefore, denies all such allegations.

45. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 45 of the Complaint, and, therefore, denies all such allegations.

46. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 46 of the Complaint, and, therefore, denies all such allegations.

47. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 47 of the Complaint, and, therefore, denies all such allegations.

48. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 48 of the Complaint, and, therefore, denies all such allegations.

49. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 49 of the Complaint, and, therefore, denies all such allegations.

50. Zappos is without knowledge or information sufficient to form a belief as to the



truth of the allegations of Paragraph 50 of the Complaint, and, therefore, denies all such allegations.

51. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 51 of the Complaint, and, therefore, denies all such allegations.

52. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 52 of the Complaint, and, therefore, denies all such allegations.

53. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 53 of the Complaint, and, therefore, denies all such allegations.

54. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 54 of the Complaint, and, therefore, denies all such allegations.

55. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 55 of the Complaint, and, therefore, denies all such allegations.

56. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 56 of the Complaint, and, therefore, denies all such allegations.

57. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 57 of the Complaint, and, therefore, denies all such allegations.

58. Zappos admits that it is a corporation with a place of business in Henderson, Nevada.

### **JURISDICTION AND VENUE**

1. Zappos admits that Parallel Networks' claim purports to arise under 35 U.S.C § 1 *et seq.*, but denies that the claim is meritorious. Zappos admits that, for the purpose of this action only, this Court has subject matter jurisdiction over this case under 28 U.S.C. §§ 1331 and 1338(a). Zappos admits it engages in business activities via the Internet, including its website at www.Zappos.com, which is accessible in this District and to residents of Texas generally, but not necessarily directed purposefully or solely at this District or the residents of Texas generally. Zappos admits that, for the purpose of this action only, it is subject to the personal jurisdiction of this Court. Zappos specifically denies that it has committed any acts of infringement in this or any other District. Zappos denies the remaining allegations and characterizations of Paragraph 1 of the Complaint to the extent such allegations are directed at Zappos. Zappos is otherwise without knowledge or information sufficient to form a belief as to the truth of any other allegations of Paragraph 32 of the Complaint, and therefore, denies all such allegations.

2. Without admitting that it is necessarily proper or convenient, for the purposes of this action, Zappos admits that venue is permissible under 28 U.S.C. §§ 1391 (b), 1391(c), and 1400(b). Zappos denies that it has committed any acts of patent infringement. Zappos denies the remaining allegations and characterizations of Paragraph 2 of the Complaint to the extent such allegations are directed at Zappos. Zappos is otherwise without knowledge or information sufficient to form a belief as to the truth of any other allegations of Paragraph 2 of the Complaint, and therefore, denies all such allegations.

**COUNT I**  
**INFRINGEMENT OF U.S. PATENT NO. 6,446,111**

3. Zappos admits that U.S. Patent No. 6,446,111 (“the ’111 patent”) lists on its face an issue date of September 3, 2002, and that the ’111 patent is entitled “Method and Apparatus for Client-Server Communication Using a Limited Capability Client Over a Low-Speed Communications Link.”

4. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 4 of the Complaint, and therefore, denies all such allegations.

5. Zappos admits that one or more claims of the ’111 patent recite “a server coupled to a communications link and operable to receive a request from a client device and to collect a plurality of data items, wherein the data items comprise specific information collected as a function of the request; an executable applet dynamically generated by the server in response to the request, a constituent system associated with the applet comprising a subset of the data items, each data item in the subset used as at least one pre-loaded value in the applet; a further constituent system associated with the applet comprising a data interface capability configured to provide a plurality of operations on the pre-loaded values, the operations comprising operations associated with the subset of the data items; and the applet operable to be transferred over the communications link to the client device.” Zappos is otherwise without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 36 of the Complaint, or such allegations constitute legal contentions to which no response is necessary, and therefore, denies all such allegations.

6. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 6 of the Complaint, and therefore, denies all such allegations.

7. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 7 of the Complaint, and therefore, denies all such allegations.

8. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 8 of the Complaint, and therefore, denies all such allegations.

9. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 9 of the Complaint, and therefore, denies all such allegations.

10. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 10 of the Complaint, and therefore, denies all such allegations.

11. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 11 of the Complaint, and therefore, denies all such allegations.

12. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 12 of the Complaint, and therefore, denies all such allegations.

13. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 13 of the Complaint, and therefore, denies all such allegations.

14. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 14 of the Complaint, and therefore, denies all such allegations.

15. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 15 of the Complaint, and therefore, denies all such allegations.

16. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 16 of the Complaint, and therefore, denies all such allegations.

17. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 17 of the Complaint, and therefore, denies all such allegations.

18. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 18 of the Complaint, and therefore, denies all such allegations.

19. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 19 of the Complaint, and therefore, denies all such allegations.

20. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 20 of the Complaint, and therefore, denies all such allegations.

21. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 21 of the Complaint, and therefore, denies all such allegations.

22. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 22 of the Complaint, and therefore, denies all such allegations.

23. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 23 of the Complaint, and therefore, denies all such allegations.

24. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 24 of the Complaint, and therefore, denies all such allegations.

25. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 25 of the Complaint, and therefore, denies all such allegations.

26. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 26 of the Complaint, and therefore, denies all such allegations.

27. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 27 of the Complaint, and therefore, denies all such allegations.

28. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 28 of the Complaint, and therefore, denies all such allegations.

29. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 29 of the Complaint, and therefore, denies all such allegations.

30. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 30 of the Complaint, and therefore, denies all such allegations.

31. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 31 of the Complaint, and therefore, denies all such allegations.

32. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 32 of the Complaint, and therefore, denies all such allegations.

33. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 33 of the Complaint, and therefore, denies all such allegations.

34. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 34 of the Complaint, and therefore, denies all such allegations.

35. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 35 of the Complaint, and therefore, denies all such allegations.

36. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 36 of the Complaint, and therefore, denies all such allegations.

37. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 37 of the Complaint, and therefore, denies all such allegations.

38. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 38 of the Complaint, and therefore, denies all such allegations.

39. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 39 of the Complaint, and therefore, denies all such allegations.

40. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 40 of the Complaint, and therefore, denies all such allegations.

41. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 41 of the Complaint, and therefore, denies all such allegations.

42. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 42 of the Complaint, and therefore, denies all such allegations.

43. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 43 of the Complaint, and therefore, denies all such allegations.

44. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 44 of the Complaint, and therefore, denies all such allegations.

45. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 45 of the Complaint, and therefore, denies all such allegations.

46. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 46 of the Complaint, and therefore, denies all such allegations.

47. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 47 of the Complaint, and therefore, denies all such allegations.

48. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 48 of the Complaint, and therefore, denies all such allegations.

49. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 49 of the Complaint, and therefore, denies all such allegations.

50. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 50 of the Complaint, and therefore, denies all such allegations.

51. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 51 of the Complaint, and therefore, denies all such allegations.

52. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 52 of the Complaint, and therefore, denies all such allegations.

53. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 53 of the Complaint, and therefore, denies all such allegations.

54. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 54 of the Complaint, and therefore, denies all such allegations.

55. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 55 of the Complaint, and therefore, denies all such allegations.

56. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 56 of the Complaint, and therefore, denies all such allegations.

57. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 57 of the Complaint, and therefore, denies all such allegations.

58. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 58 of the Complaint, and therefore, denies all such allegations.

59. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 59 of the Complaint, and therefore, denies all such allegations.

60. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 60 of the Complaint, and therefore, denies all such allegations.

61. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 61 of the Complaint, and therefore, denies all such allegations.



62. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 62 of the Complaint, and therefore, denies all such allegations.

63. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 63 of the Complaint, and therefore, denies all such allegations.

64. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 64 of the Complaint, and therefore, denies all such allegations.

65. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 65 of the Complaint, and therefore, denies all such allegations.

66. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 66 of the Complaint, and therefore, denies all such allegations.

67. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 67 of the Complaint, and therefore, denies all such allegations.

68. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 68 of the Complaint, and therefore, denies all such allegations.

69. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 69 of the Complaint, and therefore, denies all such allegations.

70. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 70 of the Complaint, and therefore, denies all such allegations.

71. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 71 of the Complaint, and therefore, denies all such allegations.

72. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 72 of the Complaint, and therefore, denies all such allegations.

73. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 73 of the Complaint, and therefore, denies all such allegations.

74. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 74 of the Complaint, and therefore, denies all such allegations.

75. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 75 of the Complaint, and therefore, denies all such allegations.

76. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 76 of the Complaint, and therefore, denies all such allegations.

77. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 77 of the Complaint, and therefore, denies all such allegations.

78. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 78 of the Complaint, and therefore, denies all such allegations.

79. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 79 of the Complaint, and therefore, denies all such allegations.

80. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 80 of the Complaint, and therefore, denies all such allegations.

81. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 81 of the Complaint, and therefore, denies all such allegations.

82. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 82 of the Complaint, and therefore, denies all such allegations.

83. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 83 of the Complaint, and therefore, denies all such allegations.

84. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 84 of the Complaint, and therefore, denies all such allegations.

85. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 85 of the Complaint, and therefore, denies all such allegations.

86. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 86 of the Complaint, and therefore, denies all such allegations.

87. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 87 of the Complaint, and therefore, denies all such allegations.

88. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 88 of the Complaint, and therefore, denies all such allegations.

89. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 89 of the Complaint, and therefore, denies all such allegations.

90. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 90 of the Complaint, and therefore, denies all such allegations.

91. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 91 of the Complaint, and therefore, denies all such allegations.

92. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 92 of the Complaint, and therefore, denies all such allegations.

93. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 93 of the Complaint, and therefore, denies all such allegations.

94. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 94 of the Complaint, and therefore, denies all such allegations.

95. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 95 of the Complaint, and therefore, denies all such allegations.

96. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 96 of the Complaint, and therefore, denies all such allegations.

97. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 97 of the Complaint, and therefore, denies all such allegations.

98. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 98 of the Complaint, and therefore, denies all such allegations.

99. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 99 of the Complaint, and therefore, denies all such allegations.

100. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 100 of the Complaint, and therefore, denies all such allegations.

101. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 101 of the Complaint, and therefore, denies all such allegations.

102. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 102 of the Complaint, and therefore, denies all such allegations.

103. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 103 of the Complaint, and therefore, denies all such allegations.

104. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 104 of the Complaint, and therefore, denies all such allegations.

105. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 105 of the Complaint, and therefore, denies all such allegations.

106. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 106 of the Complaint, and therefore, denies all such allegations.

107. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 107 of the Complaint, and therefore, denies all such allegations.

108. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 108 of the Complaint, and therefore, denies all such allegations.

109. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 109 of the Complaint, and therefore, denies all such allegations.

110. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 110 of the Complaint, and therefore, denies all such allegations.

111. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 111 of the Complaint, and therefore, denies all such allegations.

112. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 112 of the Complaint, and therefore, denies all such allegations.

113. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 113 of the Complaint, and therefore, denies all such allegations.

114. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 114 of the Complaint, and therefore, denies all such allegations.

115. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 115 of the Complaint, and therefore, denies all such allegations.

116. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 116 of the Complaint, and therefore, denies all such allegations.

117. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 117 of the Complaint, and therefore, denies all such allegations.

118. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 118 of the Complaint, and therefore, denies all such allegations.

119. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 119 of the Complaint, and therefore, denies all such allegations.

120. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 120 of the Complaint, and therefore, denies all such allegations.

121. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 121 of the Complaint, and therefore, denies all such allegations.

122. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 122 of the Complaint, and therefore, denies all such allegations.

123. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 123 of the Complaint, and therefore, denies all such allegations.

124. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 124 of the Complaint, and therefore, denies all such allegations.

125. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 125 of the Complaint, and therefore, denies all such allegations.

126. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 126 of the Complaint, and therefore, denies all such allegations.

127. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 127 of the Complaint, and therefore, denies all such allegations.

128. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 128 of the Complaint, and therefore, denies all such allegations.

129. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 129 of the Complaint, and therefore, denies all such allegations.

130. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 130 of the Complaint, and therefore, denies all such allegations.

131. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 131 of the Complaint, and therefore, denies all such allegations.



132. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 132 of the Complaint, and therefore, denies all such allegations.

133. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 133 of the Complaint, and therefore, denies all such allegations.

134. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 134 of the Complaint, and therefore, denies all such allegations.

135. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 135 of the Complaint, and therefore, denies all such allegations.

136. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 136 of the Complaint, and therefore, denies all such allegations.

137. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 137 of the Complaint, and therefore, denies all such allegations.

138. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 138 of the Complaint, and therefore, denies all such allegations.

139. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 139 of the Complaint, and therefore, denies all such allegations.

140. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 140 of the Complaint, and therefore, denies all such allegations.

141. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 141 of the Complaint, and therefore, denies all such allegations.

142. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 142 of the Complaint, and therefore, denies all such allegations.

143. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 143 of the Complaint, and therefore, denies all such allegations.

144. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 144 of the Complaint, and therefore, denies all such allegations.

145. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 145 of the Complaint, and therefore, denies all such allegations.

146. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 146 of the Complaint, and therefore, denies all such allegations.

147. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 147 of the Complaint, and therefore, denies all such allegations.

148. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 148 of the Complaint, and therefore, denies all such allegations.

149. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 149 of the Complaint, and therefore, denies all such allegations.

150. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 150 of the Complaint, and therefore, denies all such allegations.

151. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 151 of the Complaint, and therefore, denies all such allegations.

152. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 152 of the Complaint, and therefore, denies all such allegations.

153. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 153 of the Complaint, and therefore, denies all such allegations.

154. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 154 of the Complaint, and therefore, denies all such allegations.

155. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 155 of the Complaint, and therefore, denies all such allegations.

156. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 156 of the Complaint, and therefore, denies all such allegations.

157. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 157 of the Complaint, and therefore, denies all such allegations.

158. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 158 of the Complaint, and therefore, denies all such allegations.

159. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 159 of the Complaint, and therefore, denies all such allegations.

160. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 160 of the Complaint, and therefore, denies all such allegations.

161. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 161 of the Complaint, and therefore, denies all such allegations.

162. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 162 of the Complaint, and therefore, denies all such allegations.

163. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 163 of the Complaint, and therefore, denies all such allegations.

164. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 164 of the Complaint, and therefore, denies all such allegations.

165. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 165 of the Complaint, and therefore, denies all such allegations.

166. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 166 of the Complaint, and therefore, denies all such allegations.

167. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 167 of the Complaint, and therefore, denies all such allegations.

168. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 168 of the Complaint, and therefore, denies all such allegations.

169. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 169 of the Complaint, and therefore, denies all such allegations.

170. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 170 of the Complaint, and therefore, denies all such allegations.

171. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 171 of the Complaint, and therefore, denies all such allegations.

172. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 172 of the Complaint, and therefore, denies all such allegations.

173. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 173 of the Complaint, and therefore, denies all such allegations.

174. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 174 of the Complaint, and therefore, denies all such allegations.

175. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 175 of the Complaint, and therefore, denies all such allegations.

176. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 176 of the Complaint, and therefore, denies all such allegations.

177. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 177 of the Complaint, and therefore, denies all such allegations.

178. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 178 of the Complaint, and therefore, denies all such allegations.

179. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 179 of the Complaint, and therefore, denies all such allegations.

180. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 180 of the Complaint, and therefore, denies all such allegations.

181. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 181 of the Complaint, and therefore, denies all such allegations.

182. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 182 of the Complaint, and therefore, denies all such allegations.

183. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 183 of the Complaint, and therefore, denies all such allegations.

184. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 184 of the Complaint, and therefore, denies all such allegations.

185. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 185 of the Complaint, and therefore, denies all such allegations.

186. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 186 of the Complaint, and therefore, denies all such allegations.

187. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 187 of the Complaint, and therefore, denies all such allegations.



188. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 188 of the Complaint, and therefore, denies all such allegations.

189. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 189 of the Complaint, and therefore, denies all such allegations.

190. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 190 of the Complaint, and therefore, denies all such allegations.

191. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 191 of the Complaint, and therefore, denies all such allegations.

192. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 192 of the Complaint, and therefore, denies all such allegations.

193. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 193 of the Complaint, and therefore, denies all such allegations.

194. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 194 of the Complaint, and therefore, denies all such allegations.

195. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 195 of the Complaint, and therefore, denies all such allegations.

196. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 196 of the Complaint, and therefore, denies all such allegations.

197. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 197 of the Complaint, and therefore, denies all such allegations.

198. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 198 of the Complaint, and therefore, denies all such allegations.

199. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 199 of the Complaint, and therefore, denies all such allegations.

200. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 200 of the Complaint, and therefore, denies all such allegations.

201. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 201 of the Complaint, and therefore, denies all such allegations.

202. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 202 of the Complaint, and therefore, denies all such allegations.

203. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 203 of the Complaint, and therefore, denies all such allegations.

204. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 204 of the Complaint, and therefore, denies all such allegations.

205. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 205 of the Complaint, and therefore, denies all such allegations.

206. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 206 of the Complaint, and therefore, denies all such allegations.

207. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 207 of the Complaint, and therefore, denies all such allegations.

208. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 208 of the Complaint, and therefore, denies all such allegations.

209. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 209 of the Complaint, and therefore, denies all such allegations.

210. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 210 of the Complaint, and therefore, denies all such allegations.

211. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 211 of the Complaint, and therefore, denies all such allegations.

212. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 212 of the Complaint, and therefore, denies all such allegations.

213. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 213 of the Complaint, and therefore, denies all such allegations.

214. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 214 of the Complaint, and therefore, denies all such allegations.

215. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 215 of the Complaint, and therefore, denies all such allegations.

216. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 216 of the Complaint, and therefore, denies all such allegations.

217. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 217 of the Complaint, and therefore, denies all such allegations.

218. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 218 of the Complaint, and therefore, denies all such allegations.

219. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 219 of the Complaint, and therefore, denies all such allegations.

220. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 220 of the Complaint, and therefore, denies all such allegations.

221. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 221 of the Complaint, and therefore, denies all such allegations.

222. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 222 of the Complaint, and therefore, denies all such allegations.

223. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 223 of the Complaint, and therefore, denies all such allegations.

224. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 224 of the Complaint, and therefore, denies all such allegations.

225. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 225 of the Complaint, and therefore, denies all such allegations.

226. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 226 of the Complaint, and therefore, denies all such allegations.

227. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 227 of the Complaint, and therefore, denies all such allegations.

228. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 228 of the Complaint, and therefore, denies all such allegations.

229. Zappos is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 229 of the Complaint, and therefore, denies all such allegations.

230. Zappos denies the allegations of Paragraph 230 of the Complaint.

231. Zappos denies the allegations of Paragraph 231 of the Complaint.

232. Zappos denies the allegations of Paragraph 232 of the Complaint.

233. Zappos denies the allegations of Paragraph 233 of the Complaint.

234. Zappos denies the allegations of Paragraph 234 of the Complaint to the extent such allegations are directed at Zappos. Zappos is otherwise without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 234 of the Complaint, or such allegations constitute legal contentions to which no response is necessary, and therefore, denies all such allegations.

235. Zappos denies the allegations of Paragraph 235 of the Complaint to the extent such allegations are directed at Zappos. Zappos is otherwise without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 235 of the Complaint, or such allegations constitute legal contentions to which no response is necessary, and therefore, denies all such allegations.

236. Zappos denies the allegations of Paragraph 236 of the Complaint to the extent such allegations are directed at Zappos. Zappos is otherwise without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 236 of the Complaint, or such allegations constitute legal contentions to which no response is necessary, and therefore, denies all such allegations

#### **PARALLEL NETWORKS' PRAYER FOR RELIEF**

Zappos denies the underlying allegations of Parallel Networks' Prayer for Relief against Zappos, denies that Parallel Networks is entitled to any relief whatsoever, and requests that the Court deny all relief to Parallel Networks, enter judgment in favor of Zappos, and award Zappos its attorneys fees as the prevailing party in the action.

To the extent that any allegations of the Complaint have not been previously specifically admitted or denied, Zappos denies them.

### **AFFIRMATIVE DEFENSES**

Zappos asserts the following Affirmative Defenses in response to Parallel Networks' Complaint. Zappos reserves the right to amend its Answer to add additional Affirmative Defenses, including instances of inequitable conduct, as they become known throughout the course of discovery in this case. Assertion of a defense is not a concession that Zappos has the burden of proving the matter asserted.

#### **FIRST AFFIRMATIVE DEFENSE**

237. Zappos has not infringed, and does not infringe, either literally or under the doctrine of equivalents, any valid claim of the '111 patent, whether directly, indirectly, individually, jointly, contributorily, and/or by inducement.

#### **SECOND AFFIRMATIVE DEFENSE**

238. The claims of the '111 patent are invalid and/or unenforceable because they fail to satisfy one or more of the conditions for patentability specified in Title 35 of the United States Code, including, without limitation, 35 U.S.C. §§ 101, 102, 103, and 112.

#### **THIRD AFFIRMATIVE DEFENSE**

239. Parallel Networks' claims for relief are statutorily limited in whole or in part by Title 35 of the United States Code, including without limitation, 35 U.S.C. §§ 286 and/or 287.

#### **FOURTH AFFIRMATIVE DEFENSE**

240. Parallel Networks' claims that Zappos indirectly infringes the '111 patent, either contributorily or by inducement, are barred, in whole or in part, because Zappos is not liable to Parallel Networks for the allegedly infringing acts for any time periods during which Zappos did



not know of the '111 patent and/or did not have the specific intent to cause infringement of the '111 patent and/or otherwise did not know that its actions would constitute indirect infringement.

**FIFTH AFFIRMATIVE DEFENSE**

241. Parallel Networks' claims are barred, in whole or in part, by the equitable doctrines of laches, waiver, acquiescence, and/or estoppel.

**SIXTH AFFIRMATIVE DEFENSE**

242. Parallel Networks' claims are barred by the doctrine of prosecution history estoppel based on statements, representations, and admissions made during the prosecution of the patent application resulting in the '111 patent before the United States Patent and Trademark Office.

**SEVENTH AFFIRMATIVE DEFENSE**

243. Parallel Networks' claims for injunctive relief are barred because there exist adequate remedies at law and because Parallel Networks' claims otherwise fail to meet the requirements for such relief.

**EIGHTH AFFIRMATIVE DEFENSE**

244. Parallel Networks has failed to state a claim for which relief can be granted.

**ZAPPOS' COUNTERCLAIMS FOR DECLARATORY RELIEF**

Zappos, for its counterclaims against Plaintiff Parallel Networks, states and alleges as follows:

**NATURE OF THE ACTION**

1. These counterclaims seek declaratory judgment of non-infringement, invalidity, and unenforceability of the '111 patent asserted by Parallel Networks in this action. Zappos seeks

judgment under the patent laws of the United States, 35 U.S.C. § 1 *et seq.*, and the Declaratory Judgment Act, 28 U.S.C. §§ 2201, 2202.

### **PARTIES**

2. Zappos is a Nevada corporation with its principal place of business at 2280 Corporate Circle, Henderson, NV 89074.

3. On information and belief based on Paragraph 1 of the Complaint as pled by Parallel Networks, Parallel Networks is a Texas limited liability company with its principal place of business in Tyler, Texas.

### **JURISDICTION AND VENUE**

4. This Court has subject matter jurisdiction over these counterclaims pursuant to 28 U.S.C. §§ 1331, 1338(a), and 2201-02.

5. Parallel Networks has consented to the personal jurisdiction of this Court at least by commencing its action for patent infringement in this District, as set forth in its Complaint.

6. Venue is permissible in this District pursuant to at least 28 U.S.C. § 1391(c).

7. On information and belief, the '111 patent was issued by the United States Patent and Trademark Office on September 3, 2002. Parallel Networks, based on averments in its Complaint, claims to be the assignee of the '111 patent and claims to hold the right to sue and recover for past, present, and future infringement thereof. Parallel Networks also claims that Zappos has infringed the '111 patent.

**COUNT I**  
**DECLARATORY RELIEF REGARDING NON-INFRINGEMENT**

8. Based on Parallel Networks' filing of this action and at least Zappos' First Affirmative Defense, an actual controversy has arisen and now exists between the parties as to whether or not Zappos has infringed the '111 patent.

9. Pursuant to the Federal Declaratory Judgment Act, 28 U.S.C. § 2201 *et seq.*, Zappos requests a declaration by the Court that Zappos has not infringed, and does not infringe, any valid claim of the '111 patent, whether directly, indirectly, individually, jointly, contributorily, and/or by inducement. Zappos does not have an adequate remedy at law.

**COUNT II**  
**DECLARATORY RELIEF REGARDING INVALIDITY**

10. Based on Parallel Networks' filing of this action and at least Zappos' Second Affirmative Defense, an actual controversy has arisen and now exists between the parties as to the validity of the claims of the '111 patent.

11. Pursuant to the Federal Declaratory Judgment Act, 28 U.S.C. §2201 *et seq.*, and Title 35 of the United States Code, Zappos requests a declaration by the Court that each claim of the '111 patent is invalid for failing to satisfy the conditions for patentability specified in 35 U.S.C. § 101 *et seq.*, including, without limitation, §§ 101, 102, 103, and/or 112. Zappos does not have an adequate remedy at law.

**COUNT III**  
**DECLARATORY RELIEF REGARDING UNENFORCEABILITY**

12. Based on Parallel Networks' filing of this action and at least Zappos' Second, Third, Fifth, and Sixth Affirmative Defenses, an actual controversy has arisen and now exists between the parties as to the enforceability of the '111 patent.

13. Pursuant to the Federal Declaratory Judgment Act, 28 U.S.C. §2201 *et seq.*, Zappos requests a declaration by the Court that the claims of the '111 patent are unenforceable. Zappos does not have an adequate remedy at law.

**PRAYER FOR RELIEF**

WHEREFORE, Zappos respectfully requests that this Court enter judgment in Zappos' favor against Parallel Networks and issue an order that includes:

- A. A declaration that Zappos has not and does not infringe, either directly, indirectly, or otherwise, any valid claim of the '111 patent;
- B. A declaration that the claims of the '111 patent are invalid;
- C. A declaration that the '111 patent is unenforceable;
- D. A permanent injunction preventing Parallel Networks, including its officers, agents, employees, and all persons acting in concert or participation with Parallel Networks, from charging that the '111 patent is infringed by Zappos;
- E. A declaration that Parallel Networks take nothing by its Complaint;
- F. Denial of Parallel Networks' request for injunctive relief;
- G. Dismissal of Parallel Networks' Complaint with prejudice;
- H. A declaration that this case is exceptional and an award to Zappos of its costs, expenses, and reasonable attorneys' fees incurred in this action; and
- I. Further relief as the Court may deem just and proper.

**JURY DEMAND**

Zappos hereby demands a trial by jury for all issues so triable.

Dated: July 29, 2010

Respectfully submitted,

**ZAPPOS RETAIL, INC.**

By: /s/ Ruffin B. Cordell

Ruffin B. Cordell – Lead Attorney  
Texas Bar No. 04820550  
Email: cordell@fr.com  
Indranil Mukerji  
Email: mukerji@fr.com  
FISH & RICHARDSON P.C.  
1425 K Street, N.W., Suite 1100  
Washington, DC 20005  
(202) 783-5070 (Telephone)  
(202) 783-2331 (Facsimile)

Stephen A. Marshall  
Email: smarshall@fr.com  
FISH & RICHARDSON P.C.  
225 Franklin St.  
Boston, MA 02110  
(617) 542-5070 (Telephone)  
(617) 542-8906 (Facsimile)

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true and correct copy of the above and foregoing document has been served on July 29, 2010 to all counsel of record who are deemed to have consented to electronic service via the Court's CM/ECF system per Local Rule CV-5(a)(3).

/s/ Ruffin B. Cordell

Ruffin B. Cordell